

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Abraham Sosa  
C/o P&g Lahq Caracas Venezuela  
PO Box 5576  
Cincinnati, OH 45201

\*213\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Alan T Mays  
7806 Centerbrook PL  
Chesterfield, VA 23832

\*412\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

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- Item 1. Description of Claim
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

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(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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**BALLOT.**

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## BALLOT

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

\$1,000.00

Albert J Smith &  
Constance E Smith Jt Wros  
428 Marlon Street  
Winchester, VA 22601

\* 454 \*

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

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

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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$6,000.00

Alfred J Ottino  
2508 San Carlos Ave  
San Carlos, CA 94070

\*189\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$6,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$3,000.00

Algernon G Swan &  
Jane D Swan Jt Ten  
PO Box 1502  
Andrews, NC 28901

\*462\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

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

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

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

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

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$3,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Alice C Smith  
3001 Garbett Ave  
McKeesport, PA 15132-5446

\*211\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$2,000.00

Allan Musche &  
Virginia Musche Jt Ten  
Box 979  
Shirley, MA 01464-0979

\* 184 \*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$2,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$2,000.00

American Express Trust CO Fbo Glenn Mcknight  
American Express Financial  
70207 Axp Financial Center  
Minneapolis, MN 55474

\* 417 \*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$2,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Anana P Bhat & Shyla A Bhat Jt Ten  
3909 Scherman Blvd  
Bethlehem, PA 18020

\*250\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$3,000.00

Andrew M Moore Jr  
2 Tito Court IL  
Norwalk, CT 06854-4215

\*181\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$3,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Andy Danella  
Box 821  
Lees Summit, MO 64063-0821

\* 33 \*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$3,000.00

Anne E Short  
26 Timmons Woods Dr  
Delaware, OH 43015

\*452\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$3,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Anne Fusillo  
1620 Williams Bridge Rd  
Bronx, NY 10461

\* 370 \*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Anne Mae Bachman  
764 North 33rd St  
Lebanon, PA 17046

\*243\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$3,000.00

Ara A Shiragian  
206 Armington St  
Cranston, RI 02905-4118

\*292\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$3,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$1,000.00

Arthur L Flowers & Clover T Flowers Jtwros  
8567 North 46th St  
Brown Deer, WI 53223

\*367\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$1,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$2,000.00

Arthur Lowell Jarvis  
Box 5  
Dunreith, IN 47337-0005

\*151\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$2,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$3,000.00

Ashwin A Honkan &  
Chitra Y Le & Le Jt Ten  
163 Mahatma Society  
Kothrud, 411029  
India

\* 3644 \*

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

CUSIP 74157AAA1 (the "Subordinated Debentures")

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$3,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

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

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

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

**Item 4. Certifications.**

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

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

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

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

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

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

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

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

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

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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

(via U.S. Mail)

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

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

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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

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

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

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

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

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

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

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

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

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

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

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

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

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

\$2,000.00

Austin L Cline Jr  
7211 Blue Bill  
Algonac, MI 48001

\*28\*

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

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

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

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

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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

This Ballot is divided into two parts:

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

PART II - ITEMS ON THE BALLOT

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

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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

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

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

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

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

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

\$2,000.00

### **Item 2. Class 6 Vote.**

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

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

**Item 3. Identify all Other Class 6 Claims Voted.**

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

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

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Barbara Leavesley &  
Ronald Leavesley Jt Ten  
616 Mountain Rd  
Kinnelon, NJ 07405-2129

\* 82 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Barbara Nadolny  
14814 N 42nd PL  
Phoenix, AZ 85032

\*267\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Barry Hambley  
2226 Westminster PL  
Charlotte, NC 28207

\*142\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Barry Walmsley &  
Elizabeth Walmsley Jtten  
14 Elm PL  
Nutley, NJ 07110

\* 227 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Barton J Leader &  
Mary Leader Jt Ten  
22562 LA Hwy 22  
Maurepas, LA 70449-5321

\* 161 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Barton J Leader Cust  
Luke A Leader  
22562 LA Hwy 22  
Maurepas, LA 70449-5321

\* 401 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$30,000.00

Bernard Berstein & Marilyn Bergstein Jt Ten  
190 Debbie Dr  
Drums, PA 18222-1112

\*16\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$30,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Bernard Panak &  
Mary Panak Jt Ten  
8900 Torrance Ave  
Cleveland, OH 44144

\*271\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Betty Jane Johnston &  
William R Johnston Jt Ten  
2244 S Daytona Ave  
Flager Beach, FL 32136-3909

\*153\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Billy R Mooney  
2020 Pointe Clear Dr  
Biloxi, MS 39531

\*422\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Bobby Dale Atwell & Anita Elizabeth Atwell  
Jt Ten  
7154 Hazeltime Cir  
Lakeland, FL 33809-4214

\* 325 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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- Item 1. Description of Claim
- Item 2. Class 6 Vote
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

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The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Bradley L Boon &  
Barbara B Boon Jt Ten  
14505 38th Ave North  
Plymouth, MN 55446

\*253\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Bradley Triebwasser &  
Jimella Triebwasser Jt Ten  
6316 Charnwood St  
Springfield, VA 22152

\* 223 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Brendan M Gaffney  
6541 Windmere CT  
Harrisburg, PA 17111

\*52\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Brian R O'donnell &  
Mary L O'donnell Jt Ten  
5636 Garder Rd E  
Dayton, OH 45424-4528

\* 270 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Brian Rider &  
Mary Rider Jt Ten  
38 Village Dr  
Barnegat, NJ 08005-1426

\* 282 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Bruce Budzik & Sharon Budzik Jt Ten  
911 Limestone Dr  
Allison Park, PA 15101-4227

\* 341 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Bruce P Bolen  
704 Adams St  
E Tauas, MI 48730

\*96\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Carl J Copertino  
143 N Path Rfd 1  
St James, NY 11780-9731

\* 1 1 1 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Carol Pavoni &  
Joseph Pavoni Jt Ten  
211 Wroexham Court  
Deptford, NJ 08096-4237

\* 433 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Charles A Dilworth  
2825 Eagleville Rd  
Audubon, PA 19403-2031

\*118\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Charles D Mills Jr  
4720 Eastwind Rd  
Virginia Beach, VA 23464-3317

\*179\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Charles Dieterich  
131 Woodbridge Dr  
Stamford, CT 06905-2623

\* 356 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Charles E Lambert  
Rte 2 Box 61  
Georgetown, IL 61846-9420

\*158\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Charles M Chulick & Sylvia Chulick Jt Ten  
7606 Zona Ln  
Parma, OH 44130

\* 345 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Charles Nielson Jr &  
Helen Nielsen Jt Ten  
1110 Rue Corton  
Slidell, LA 70458

\* 186 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Charles Raehse  
152 21 Roosevelt Ave  
Flushing, NY 11354-4937

\* 438 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Charles S Thomas  
1031 Brandon Ave  
Marion, IN 46952-1532

\* 304 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Charles Schusner &  
Susan Schusner Jt Ten  
44 Dennis St  
Attleboro, MA 02703-3614

\* 206 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Charles T Cooley  
4348 Hwy 273  
Graceville, FL 32440

\* 349 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Christina Su &  
Jean Su Jt Ten  
32 N 19th St  
Hawthorne, NJ 78506-3503

\* 461 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Christopher J Robbins  
PO Box 323  
St Clair, MI 48079

\* 443 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Christopher Riley &  
Karen Riley Jt Ten  
4714 Mission Dr  
Decatur, IL 62526

\* 442 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

Clarence W Lane  
732 Pkwy Ave  
Jefferson, LA 70121-1320

\* 399 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Controller of California  
Div. of Collections  
Bureau of Unclaimed Property  
Box 942850  
Sacramento, CA 94250

\* 29 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Cornel Jeansonne  
1525 Duffossat  
New Orleans, LA 70115-4040

\* 71 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Corrin M Roth  
Apt D  
4672 Craftsbury Circle  
Fort Wayne, IN 46818

\* 285 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Craig Franks  
Box 426  
Richland, NJ 08350-0426

\*50\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Craig Stoken &  
Barbara Stoken Jt Ten  
157 Fiddlers Elbow Rd  
Phillipsburg, NJ 08865-9338

\* 300 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

D Gregory Ardrey  
100 Almont Lane N 812  
Belleair, FL 34616

\*240\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

D Scott Cruse & Susan W Cruse Jt Ten  
963 Woodcreek Dr  
Milford, OH 45150

\* 32 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Dana M Stephens  
612 Elsmere Pk  
Lexington, KY 40508

\*215\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Danice Casper Trust  
Valerie Harris Trustee  
606 Highbridge Rd  
Coltsneck, NJ 07722

\* 25 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Daniel F Salrin Cust  
Mark D Salrin  
3426 N El Vista  
Peoria, IL 61604

\* 446 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Daniel G Tucci  
1635 Burrsville Rd  
Brick, NJ 08724

\* 307 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Darin Martin  
C/o Missy M Smith  
17351 Cantrell  
Linwood, KS 66052

\* 90 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David A Duway &  
Rea A Duway Jt Ten  
3788 Emery CT  
Concord, MA 94518

\* 359 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

David Asermily & Cust Joshua D Asermily Jt Ten  
4214 Teall Beach  
Geneva, NY 14456-9278

\*242\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David J Garber  
1 Imperial CT  
Ballston Lake, NY 12019-9347

\*133\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

David James Fraser &  
Pamela Rose Fraser Jt Ten  
10349 Maple Branch Trail  
Strongsville, OH 44136-1282

\* 369 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

David K Tinnell  
5000 Spring Farm Rd  
Prospect, KY 40059-9653

\*222\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David Lieberman &  
Renee Rudolph Jt Ten  
508 Tea Rose Lane  
Cherry Hill, NJ 08003-3408

\* 403 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

David M Burgess & Christine A Burgess Jt Ten  
50 Burt Dr  
Middlefield, CT 06455

\*342\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

David Mccown &  
Joanne Mccown Jt Ten  
311 Park Ave  
Ironton, OH 45638-1525

\* 173 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

David R Daniel  
9770 Highland Spring Dr  
Mccordsville, IN 46055

\* 352 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David S Liu  
311 W Franklin St 811  
Richmond, VA 23220

\*165\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

David Schreinder Cust  
Michael Paul Schreiner  
1960 Bristol Rd  
Churchville, PA 18966-4618

\* 449 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

David W Fournier  
5307 Northlawn Dr  
Sterling Heights, MI 48310

\* 49 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Debra Varrasse &  
Diane Paul-moreton Jtten  
101 Bergen St  
Lawrenceville, NJ 08648

\* 309 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

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1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Defang Zhao &  
Xiaoyun Lai Jt Ten  
10017 North Foxkirk Dr  
Mequon, WI 53097

\* 317 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$105,000.00

Delmar C Ayler & Ronnie D Ayler Jt Ten  
30801 E Hwy 2  
Harrisonville, MO 64701

\* 8 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$105,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$11,000.00

Denis Dasari &  
Marlen Dasari Jt Ten  
111 Edgewater CT  
Toms River, NJ 08757

\* 114 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$11,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Dennis Kaplan  
14809 Windmill Ter  
Silver Springs, MD 20905-5639

\* 74 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Dennis P Ling &  
Carol G Ling Jt Ten  
1840 Gray Rd  
Howell, MI 48843-9104

\* 164 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Dennis P Martell  
5260 Billwood Hwy  
Putterville, MI 48876-9712

\*168\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Diane G Mancini Cust  
Derek Mancini  
16 Furlong Cy  
Holland, PA 18966

\* 408 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Diego M Jendretski  
493 Spinnaker Dr  
Weston, FL 33326

\*391\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

### FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Dolores Gocinski Robert J Gocinski & Frank Gocinsk  
4008 37th St CT W  
Bradenton, FL 35205

\*137\*

#### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003 CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

#### PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

#### PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Don Wilson &  
Joan Wilson  
706 N Sandusky St  
Mount Vernon, OH 43050

\* 474 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Donald Edward Dick  
16584 Old Morris Highway  
Okmulgee, OK 74447

\* 37 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Donald H Goughler  
110 Altermoor Dr  
Natrona Heights, PA 15065

\*139\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Donald J Boalton  
Box 256  
Boyertown, PA 19512-0256

\* 334 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Donald J Francis Cust  
Tasha Mary Francis  
403 Tater Hill Rd  
East Haddam, CT 06423-1608

\* 368 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Donald L Brewer & Eleanor M Brewer Jt Ten  
Rt 1 Box 71  
Independence, WV 26374

\*98\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Donald R Slone  
PO Box 429  
Piketon, OH 45661

\*294\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Donald R Slone &  
Vicki Pritchett Slone Jt Ten  
PO Box 429  
Piketon, OH 45661

\*210\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$9,000.00

Donald Stanton &  
Nellie Stanton Jt Ten  
94 Main St Box 285  
Nicholson, PA 18446-0285

\* 298 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$9,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Donald Wenrich  
5006 S 173rd Cir  
Omaha, NE 68135

\*229\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Doris W Bryant & Constance Bryant & Nancy Neely Te  
Hc 62 Box 1090  
Honesdale, PA 18431-9359

\*101\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

### FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$9,000.00

Dorothy & Frank Fabian Tr F & D Fabian Liv Trust  
1 Chardonay CT  
Marlton, NJ 08053

\* 45 \*

#### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003 CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

#### PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

#### PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$9,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Douglas Ernst &  
Rosemary Ernest Jt Ten  
70 Mine Mount Rd  
Bernardsville, NJ 07924-2252

\* 44 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Douglas G Kern  
PO Box 12  
Garardsfort, PA 15334

\* 395 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Douglas S Felton  
6803 Salmon Creek Road  
Williamson, NY 14589

\* 479 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Doyle C Griffin &  
Deborah L Griffin Jt Ten  
1731 Cr3520  
Hawkins, TX 75765

\* 140 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Duane Westfall  
508 Cameron Pointe Ln  
Belmont, NC 28012

\* 473 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Durwood Gordius Sr &  
Margaret B Gordius Jt Ten  
23 Thorton Ave  
S Portland, ME 04106

\* 58 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Eddie R Gammon &  
Maxine Gammon Jt Ten  
302 Edinburgh  
Victoria, TX 77904

\* 371 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edson Denny &  
Lionel S James Jt Ten  
808 Oxford Dr  
Clearwater, FL 34624

\* 355 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Edward A Myers &  
Faye Myers Jt Ten  
6880 Fox Hill Lane  
Cincinnati, OH 45236-4902

\* 426 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edward F Foley &  
Leigh Foley Jt Ten  
8314 Yoland Rd  
Richmond, VA 23229

\* 129 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edward J Nowicki  
414 N Maple Ave  
Wood Dale, IL 60191-1517

\*188\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

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**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

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2.			
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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

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**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Edward McGurk  
204 Waterbury Ln  
Ind Hbr Beach, FL 32937-5308

\* 175 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$16,000.00

Edward Pinter &  
Margaret Pinter Jt Ten  
308 Midstreams Rd  
Bricktown, NJ 08724-3733

\*276\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$16,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edward V Twigger  
99 Illicks Mill Rd  
Bethlehem, PA 18017-3746

\*224\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edward Wright  
9042 Lakeshore Dr  
Pleasant Prairie, WI 53158-4813

\*232\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Edwin L Suter  
7263 Rd J 6  
Ottawa, OH 45875

\*218\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Elizabeth Heddy  
693 Yorktown Rd I83  
Lewisberry, PA 17339-9522

\* 146 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ellis A Lawrence  
5663 Chestnut Court  
Virginia Beach, VA 23464-3912

\*160\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Eric Roszman & Naryan Mar Roszman Jt Ten  
32205 E Lady  
Beverly Hills, MI 48025-2701

\* 201 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Ernest C Brookshire  
621 E Bridge St  
Granbury, TX 76048

\*18\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ernest Evans & Sylvestina Evans Jt Ten  
3265 Hull Ave  
Bronx, NY 10467-3301

\*363\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Estill G Johnson &  
Oleda S Johnsonn Jt Ten  
5881 Yorktown Court  
Dayton, OH 45431-2948

\* 72 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Eugene B Brenner & Arlene M Brenner Jt Ten  
469b N George St  
Millersville, PA 17551-2027

\*337\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Fanny H Meyer  
5404 Ropley Dr  
Greensboro, NC 27455-1149

\*178\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *0000001*	<input type="checkbox"/> to Reject the Plan      *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Florence Momot &  
Daniel Momot Jt Ten  
11 S Kokomo St  
Depew, NY 14043-3913

\*262\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Florene C Harris &  
Taylor D Harris Jt Ten  
Hc 66 Box 2220  
Prestonburg, KY 41653-9719

\* 1 4 4 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Floyd Wayne Browning &  
Jodi Marie Browning Jt Ten  
732 Millview  
Batavia, IL 60510-3071

\* 19 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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This Ballot is divided into two parts:

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- Item 1. Description of Claim
- Item 2. Class 6 Vote
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

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**Item 3. Identify all Other Class 6 Claims Voted.**

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\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Francine Cooke  
509 A North Surrey Ave  
Ventnor, NJ 08406

\* 30 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Francis Grady &  
Sherry Grady Jt Ten  
21 Rodmor Rd  
Havertown, PA 19083-4922

\*59\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Francis M Carroll  
8 Sandstone Court  
Vincentown, NJ 08088

\* 343 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Francis Salva  
Box 141  
East Windsor, CT 06088-0141

\*203\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Francis X Mcginley Jr  
26 Southgate Trail  
Fairport, NY 14450

\*416\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Frank A Bauman & Joan Bauman Jt Ten  
4020 Meadowbrook Blvd  
Cleveland, OH 44118-3860

\*246\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

Frank B Henry &  
Alice P Henry Jt Ten  
10109 Tiffany Dr  
River Ridge, LA 70123-1545

\* 66 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Frank F Bohn  
25501 Trost Blvd #10-9  
Bonita Springs, FL 34135-6422

\* 335 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Fred Bartosh & Patricia Bartosh Jt Ten  
66 N 3rd  
Bangor, PA 18013-1908

\* 329 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Fred Schmidt Tr of  
Fred W Schmidt Liv Trust  
37 Deer Trail CT  
Safety Harbor, FL 34695-4638

\* 448 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Frederick E Norman &  
Clara E Orman Jt Ten  
508 Olive  
Hannibal, MO 63401-3155

\* 187 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Frederick J Duffy  
C/o Van Dyk Group  
7 Elm Road  
Manahawkin, NJ 08050

\* 121 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Frederick W Hitchman  
3 Stillman Dr  
Canton, NY 13617-1238

\*148\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Frona C Faulkner Trustee  
of the Cst of Fc Faulkner  
104 Sawtooth Lane  
Ormond Beach, FL 32174

\* 364 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

G Douglas Dodson  
58 Sunst Dr  
Mechanicsburg, PA 17050

\* 357 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

G Thomas Magnotta &  
Constance A Shelby Jt Ten  
3 Audrey Lane  
Commack, NY 11725

\* 167 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

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PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gabriel G Silberman  
57 Senford Rd  
Fairlawn, NJ 07410-4203

\*132\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Gary A Graff &  
Diane R Graff Jt Ten  
5101 Deerview Woods Dr  
Cleves, OH 45002-9644

\* 378 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gary E Carlton  
3115 Dellchester Court  
Durham, NC 27713

\*24\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Gary K Sutherlin  
8550 16 Mile Rd  
Cedar Springs, MI 49319-9540

\* 302 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Gary Lee Krum  
552 S Cedar  
Palatine, IL 60067-6716

\* 77 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Gary Paul Simpson  
42897 Nashua St  
Ashburn, VA 20147

\* 209 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gary Schwenk  
98 Bitler Hill Rd  
Muncy, PA 17756-7714

\* 450 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

George F & Betty Larue Tr  
Gf Larue & Be Larue Rev Lt  
401 W Floriland Dr  
Tampa, FL 33612-7809

\* 80 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

George F Zine Cust  
Peter J Zine  
2679 Cranberry Hwy  
Box 149  
Wareham, MA 02538

\* 235 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

George McClure &  
Madeline McClure Jt Ten  
228 Monroe St  
Bridgewater, NJ 08807-3091

\* 94 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

George Mcphee  
215 Starkey CT  
LA Plata, MD 20646

\*176\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

George Novak  
1n211 Fanchon St  
Carol Stream, IL 60188

\* 429 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

George P Perdue &  
Kathryn L Perdue Jt Ten  
1907 Landau Dr  
Phenix City, AL 36867

\* 434 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Georgia K Alden  
1033 Ione Dr  
Ft Myers, FL 33919

\*238\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
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- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Gerald Hayes Sr  
Box 766  
Baker, LA 70704

\*64\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gerald L Calnin & Carol A Calnin Jt Ten  
625 Washington St  
Wrightstown, WI 54180

\*104\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

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**Item 3. Identify all Other Class 6 Claims Voted.**

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(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Gerald L Goldberg  
Deborah J Goldberg Jt Ten  
32707 Cloverdale  
Farmington, MI 48336-3903

\* 57 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gerald McClintock &  
Anna McClintock Jt Ten  
17840 SW Bryan Way  
Beaverton, OR 97007

\*413\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
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EL SEGUNDO, CA 90245**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Glen R Vance  
1315 N Carol St  
Monahans, TX 79756-2912

\* 308 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Glen Savage &  
Lois Savage Jt Ten  
4330 Loma Helix CT  
LA Mesa, CA 91941

\*287\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Glenn Snyder  
Box 241  
Codorus, PA 17311-0241

\*212\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gordon Matheson  
434 Wagner St  
Troutman, NC 28166-9635

\*92\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Gregory Duke &  
Bonnie J Duke Jt Ten  
426 Hodgson St  
Oxford, PA 19363

\* 41 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gregory Preston &  
Joann Giannone Jt Ten  
206 Covington Square  
Cary, NC 27513-4784

\* 437 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Gregory Streeter  
40 Miraleste Plaza  
Rancho Palos Verdes, CA 90274-6586

\* 301 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Guy T Laurie Jr &  
Deborah R Laurie Jt Ten  
1200 Palm Dr  
Wheeling, IL 60090-4440

\* 400 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Harold C Albright & Esther D Albright Jt Ten  
1126 Locust St  
Columbia, PA 17512-1357

\* 3 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Harold Morrison III  
2627 Artz Rd  
Woodstock, VA 22664

\* 424 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Harry E Johnston  
PO Box 5  
109 Oak Lane  
Pocono Manor, PA 18349-0005

\* 73 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Harry L Thompson Mobley  
8817 Wolverton Rd  
Baltimore, MD 21234-2715

\*421\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Harvey Strauser Jr  
1502 Market St  
Berwick, PA 18603-2143

\*217\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Hector Henry Bell  
215 Rio Villa Dr 3460  
Punta Gorda, FL 33950-7462

\* 332 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Homer P Power  
3436 Grandview Dr  
Richmond, VA 23225-1202

\*194\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Irene Ogrodnik &  
Thomas Ogrodnik Jt Ten  
77 East Water St Unit 7  
Toms River, NJ 08753-4751

\* 430 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Irs Service Center for  
Steve A List  
PO Box 57  
Bensalem, PA 19020

\* 405 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

J Barry Stephenson  
1240 Hedge Ln  
Paducah, KY 42001-5252

\* 299 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Jack Blaylock  
2230 12th Ave W #2  
Seattle, WA 98119

\*251\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Jack E Felkley Sr &  
Sarah E Felkley Jt Ten  
5025 Artesia Dr  
Kettering, OH 45440-2405

\* 46 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Jacob C Alonge  
Lattintown Rd  
Marlboro, NY 12542

\* 4 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Jacques Serroen &  
Helen Serroen Jt Ten  
500 E 83rd St Apt 5-c  
New York, NY 10028-7244

\*291\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

James Clark  
2811 212th St  
Bayside, NY 11360

\* 27 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

James D Dowell  
2858 Stuart Dr  
Falls Church, VA 22042

\* 358 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

James D Wiseman  
8518 Woodstaff Way  
Columbia, MD 21045-2611

\*231\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

James Doyle &  
Catherine Doyle Jt Ten  
25 Errant Waay  
W Greenwich, RI 02817-2178

\* 120 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

James E Ellett &  
Shirley C Ellett Jt Ten  
5114 Delange Ln  
Houston, TX 77092-4204

\* 362 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

James Gregory Jarecki  
2845 Garfield St  
Highland, IN 46322-1639

\* 390 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

James L Pettigrew  
1204 Mesquite Trail  
Benbrook, TX 76126

\*275\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

James M Kavanaugh  
14 Shady Hil Dr  
North Reading, PA 01864

\* 394 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

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**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

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\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

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(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

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**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

James P Barry  
110 Roosevelt Ave  
Dumont, NJ 07628

\* 1 1 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$35,000.00

James S Armstrong &  
Margaret Armstrong  
Jt Ten  
690 Golfview  
Morrestown, NJ 08057-2023

\* 323 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$35,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

James Schanck  
110 Eishart Dr  
Beaver, PA 15009-9525

\*288\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

James Springer  
Ste 6  
3239 Kempton Ave  
Oakland, CA 94611

\* 457 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Janet Zimmerman  
134 SW 140th Ter  
Newberry, FL 32669-3025

\* 478 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Janice Ransbottom  
3412 Edward Dr  
Huntington, WV 25705

\* 280 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Jean M Faber Cust  
Derrek M Faber  
2105 Frances Dr  
Loveland, CO 80537

\* 125 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Jeff Rahmati  
33 Chatterly CT  
Germantown, MD 20874

\*196\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Jeffrey C Mcharg &  
Elaine Dors Jt Ten  
4 Foster St  
Acton, MA 01720

\*257\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Jeffrey F Beicker  
2929 Buffalo Speedway #1614  
Houston, TX 77098-1715

\* 1 4 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Jeffrey W Baker &  
Audrey M Urling Jt Ten  
3108 Oakridge Dr  
Graham, NC 27253

\* 9 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Jerry Bassler  
PO Box 2841  
Winchester, VA 22604

\*12\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Jerry Paul Lipkin &  
Celene Lipkin Jt Ten  
10108 Pinetown Rd  
Fort Washington, PA 19034

\* 85 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Jerry Rans &  
Christine Rans Jt Ten  
4160 Summer Hill  
Brighton, MI 48116-9777

\* 197 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Jerry Rans Cust  
Jacob Rans  
4160 Summer Hill  
Brighton, MI 48116-9777

\* 439 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Jerry Rans Cust  
Jessica Rans  
4160 Summer Hill  
Brighton, MI 48116-9777

\*279\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

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**Item 3. Identify all Other Class 6 Claims Voted.**

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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Joanne M Trez &  
Thomas M Trez Jt Ten  
797 Newville Road  
Shippensburg, PA 17257-9510

\* 466 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John A Lord &  
Patricia Stryker Lord Jt Ten  
6850 E Boop Rd  
Gordon, WI 54838-9217

\* 86 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John A Yenason  
132 Darling St  
Wilkes Barre, PA 18702

\* 477 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

John C Pardoe &  
Deborah J Pardoe Jt Ten  
1840 Snydersburg Rd  
Westminster, MD 21157

\*272\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John D Defrank & Anne Defrank Jt Ten  
39 Rockefeller Ave  
West Haven, CT 06516

\* 36 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John David Harvey Cust  
Christopher Gene Goins  
1829 Dannybelle Rd  
Asheboro, NC 27203

\* 383 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

John Feeney Jr  
8 Wilson Ave  
Nesconset, NY 11767-1925

\*126\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John G Boghian  
8369 Colony Dr  
Algonac, MI 48001-4119

\*252\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John G Layton &  
Francheska Layton Jt Ten  
113 Layton Rd  
Windsor, NC 27983

\*81\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John G Masterly  
2307 W Cortez St  
Chicago, IL 60622-3500

\* 411 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

John Giglio Jr  
Box 568  
Pocono Lake, PA 18347-0568

\* 374 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

John Giovenco &  
Sam Giovenco Jt Ten  
5837 N Medina Ave  
Chicago, IL 60646-5303

\* 136 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John Henry Bounous &  
Jewell P Bounous Jt Ten  
1014 Bounous St NW  
Valdese, NC 28690-0575

\* 336 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

John J Chiarello  
84-04 164th Ave  
Howard Beach, NY 11414

\* 344 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

John Knoop &  
Mary Knoop Jt Ten  
804 N 6th St  
Millville, NJ 08332

\* 396 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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EL SEGUNDO, CA 90245**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John M Kundrat  
6721 Summer Kambo CT  
Columbia, MD 21045

\*78\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

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**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

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1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

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**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

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(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

John Mccullough &  
Cenia Mccullough Jt Ten  
200 Watchtower Dr  
Patterson, NY 12563

\* 255 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John P Leedy  
5445 Overlook Point  
Lakeland, FL 33813

\*162\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

John R Hackney  
2711 Mallards CT  
Richmond, VA 23233

\*379\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

John S Keller  
1424 Starr School Road  
Stoughton, WI 53589

\*154\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

John Schwalbe  
458 Eastons Ln  
Oakdale, PA 15071

\* 290 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John W Fulton  
Box 461  
Yanceyville, NC 27379

\*131\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

John W Garibaldi  
Karen J Garibaldi Jt Ten  
93 Altamont Ave  
Tarreytown, NY 10591-4111

\* 134 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

John W Lampe &  
Teresa L Lampe Jt Ten  
One Ave A #a9  
Ft Pierce, FL 34950

\* 79 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

John West &  
Joan West Jt Ten  
4531 Graystone Dr  
Nazareth, PA 18064-8519

\*313\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Jorge Ferrer  
10 Virginia Gardens  
Berkeley, CA 94702-1428

\* 47 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Joseph C Martinez &  
Deborah F Martinez Jt Ten  
2507 Pricilla Court  
Lutz, FL 33549-5679

\*91\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Joseph Camardo & Linda Camardo Jt Ten  
701 S Bowman Ave  
Merion Station, PA 19066

\*23\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Joseph E Myers &  
Jean Ann Myers Jt Ten  
27 Hepburn St  
Box 282  
Norfolk, NY 13667-0282

\* 185 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Joseph Ellis  
202 Vixen Vw  
Phoenixville, PA 19460

\*124\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Joseph L Derubertis &  
Patricia A Derubertis Jt Ten  
1589 Derubertis Dr  
Madison, OH 44057-2586

\* 117 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Joseph M Patti &  
Mary L Patti Jt Ten  
4 Grant Circle  
Broomall, PA 19008-1603

\*273\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Joseph Mcfarland &  
Patricia Mcfarland Jt Ten  
255 Greenleaf  
Kerrville, TX 78028

\*256\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Joseph Nijoka  
28055 Greenwell Springs Rd  
Greenwell Spgs, LA 70739

\*268\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

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6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Joseph P Baker  
2010 Vincent Dr  
San Martin, CA 95046-9690

\*244\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Joseph Taboas &  
Virginia Taboas Jt Ten  
5201 Algonquin Trail  
Kokomo, IN 46902-5308

\* 303 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Joseph W Doyle  
2101 Plum St  
Michigan City, MI 46360

\* 40 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

Joseph Wiggins &  
Nellie Wiggins Jt Ten  
Box 734  
Henderson, NC 27536

\* 314 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Joseph Wolinsky &  
Sheila Wolinsky Jt Ten  
823 Elmwood Dr  
W Lafayette, IN 47906-2345

\* 475 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Joyce Savage &  
Howard Savage Jt Ten  
8 Chestnut  
Clifton Park, NY 12065-4803

\* 447 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Justin Bukowski  
86 Circle Rd  
Lenhartsville, PA 19534

\*102\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

K Loren Mcclary &  
Myrtle Mcclary Jt Ten  
31 Henrietta St  
Red Lion, PA 17356-2109

\*93\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kailash Mahajan &  
Lalita Mahajan Jt Ten  
3626 Fieldcrest Lane  
Ypsalanti, MI 48197

\* 88 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,665.00

Karen Bayersdorfer  
149 Voorhis Ave  
River Edge, NJ 07661

\* 330 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,665.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Karen Travani  
17708 50th St N  
Loxahatchee, FL 33470-3537

\* 389 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Karl E Methven  
Proctor Academy  
Main St  
Andover, NH 03216

\*419\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Katherine Ann Wright  
72 Courtland Ave  
Buffalo, NY 14215-3919

\* 476 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kathryn Stapleton  
1924 W Market St  
Lima, OH 45805-2377

\* 459 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

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**Item 3. Identify all Other Class 6 Claims Voted.**

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(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Keith Roath &  
Sandra Roath Jt Ten  
2516 Linwood  
Royal Oak, MI 48073-3021

\*283\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Kenneth Abbey  
3208 Fairgrove Terrace  
Rochester Hills, MI 48309

\*236\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Kenneth M Adams  
697 Opie Arnold Rd  
Limestone, TN 37681

\*3645\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kenneth M Artl  
7076 Bear Swamp Rd  
Williamson, NY 14589-9787

\* 7 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Kenneth Thon &  
Josephine Thon Jt Ten  
802 Canal St  
Turnersville, NJ 08012-1005

\* 305 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kenneth W Glass  
560 Robinson Church Rd  
Bulger, PA 15019

\* 375 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kevin E Yaussi &  
Sharon K Yaussi Jt Ten  
1520 Yorktoene Circle  
Manhattan, KS 66503-0350

\*316\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Kim Spinner Johnson  
Rr 3 400 Kasey Cir  
Raleigh, NC 27603

\*152\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Klaus W Fisher Sr  
4820 163 Ave N  
Clearwater, FL 33762

\*128\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

### FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Knackstedt Family Trust  
William Knackstedt &  
Shirley Knackstedt—tees  
103 Sherwood Dr  
Greenburg, PA 15601-5940

\* 76 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the “Subordinated Debentures”)

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

#### PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

#### PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Larry Bennett & Julie Bennett Jt Ten  
106 Big Oaks Dr  
Maline, AL 35114

\* 333 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Larry Lee Reynolds &  
Linda L Reynolds Jt Ten  
2620 W Dixie Bee Rd  
Covington, IN 47932

\* 441 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Larry Norris  
162 Wise Road  
Dunn, NC 28334

\*269\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Larry Wheeler &  
Rosanne Wheeler  
1152 S Michael  
Saint Marys, PA 15857

\* 230 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Lars R Furenlid &  
Karen Furenlid Jtwros  
11729 E Calle Catalina  
Tucson, AZ 85748

\*51\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Laurence D Moore &  
Mary Ann Moore Jt Ten  
304 Layman CT  
Blacksburg, VA 24060-6244

\*263\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Laverne Michael Burghardt  
PO Box 1712  
Garden City, KS 67846

\*103\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Lawrence R Mintz  
604 Sonata Way  
Silver Springs, MD 20901-5001

\*261\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

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6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Leonard J Benigno  
150 Forest Road #12  
Milford, CT 06460

\*249\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *0000001*	<input type="checkbox"/> to Reject the Plan      *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Lewis Fincke & Helen A Fincke Jt Ten  
1172 Silver Beech Tree  
Herndon, VA 22070

\* 366 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Lewis Lorin  
208 Rolling Wood Way  
Easley, SC 29640-7114

\* 406 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Lewis P Hannah &  
Voncille Hannah Jt Ten  
28 Joseph CT  
Downingtown, PA 19335

\*62\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Lionel James  
808 Oxford Drive  
Clearwater, FL 33764

\*318\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Liqun Wang &  
Menyan Cheng Jtten  
5860 Hazeltine CT  
Cincinnati, OH 45069

\* 311 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Lorraine Arroll  
PO Box 120352  
Staten Island, NY 10312

\* 324 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Louis Rossi &  
Louise Rossi Jt Ten  
2113 Colebrook Dr  
Hillcrest Heights, MD 20746

\* 444 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Louis S Frank Tr Fbo  
James H Phillips Dds Inc  
24262 Broadway Ave  
Oakwood Village, OH 44146

\* 130 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Louis Schreiber &  
Kathy Schreiber Jt Ten  
10 Rich Branch Court  
Gaithersburg, MD 20878-2461

\* 289 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Lula J Hall  
Spac D 158  
7112 Pan American Fwy NE  
Albuquerque, NM 87109

\*61\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

### FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Mabel Hollingsworth & Dennie C Hollingsworth Ttee  
5011 Lancelot  
Lakeland, FL 33813

\*68\*

#### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003 CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

#### PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

#### PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Madeline Lee  
59 Michael Dr  
Westfield, NJ 07090

\* 402 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Manoj Thomas &  
Beena Thomas Jt Ten  
293 Hickory St  
Teaneck, NJ 07666-4028

\* 464 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Margaret Clement & Joseph M Clement Jt Ten  
69 Cove Rd  
S Dennis, MA 02660

\*108\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Marian I Hartz  
174 Oberlin Terrace  
Lansdale, PA 19446

\*63\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Marilyn Kuebler  
5 Helen Lois Court  
Piles Grove, NJ 08098

\* 469 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Mark A Waller  
9 Thimble Sholas CT  
Hampton, VA 23664

\* 470 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 000001 *	<input type="checkbox"/> to Reject the Plan * 000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Mark Aguilar & Juana Romero Jt Ten  
1120 NE 141st St  
N Miami Beach, FL 33161

\* 320 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Mark G Arnold  
16150 Dysprosium St NW  
Ramsey, MN 55303-5963

\* 6 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Mark Stata &  
Kathy Stata Jt Ten  
673 Cumberland Head Rd  
Plattsburgh, NY 12901

\* 458 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Mark Wolf  
1821 Brown St  
Allentown, PA 18104

\*315\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

### FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$230,000.00

Martin D Cohn  
Gerald L Cohn Tr  
Gerald L Cohn Rev Trust  
19955 NE 38th CT Apt 1703  
Aventura, FL 33180

\* 347 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

#### PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

#### PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$230,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Martin Dumoch &  
Elaine Dumoch Jt Ten  
17 E Berwin Way  
MT Laurel, NJ 08054-3011

\* 360 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$11,000.00

Mary C Speziale &  
Carmela Speziale Jt Ten  
5 Jefferson St  
Pompton Plains, NJ 07444

\*297\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$11,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Mary Gattuso &  
Scott Rogan & Kelly Rogan Jt Ten  
28404 Sombbrero Dr  
Bonita Springs, FL 34133

\* 373 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Mary H Bryant  
613 Sunset Dr  
Fuquay Varina, NC 27526

\* 20 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Mary N Hankins  
PO Box 1616  
Wise, VA 24293

\*143\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Marybeth Carroll  
8 Sandstone Court  
Vincentown, NJ 08088

\* 105 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,670.00

Maura E Kelly  
425 Madison Ave 71  
New Milford, NJ 07646

\* 75 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,670.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Max B Fellsman Cust  
Justin Calvert Fellsman  
37635 Charter Oaks Blvd  
Clinton Twp, MI 48036-4106

\* 127 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Max B Fellsman Cust  
Michael Fellsman  
37635 Charter Oaks Blvd  
Clinton Twp, MI 48036-4106

\* 365 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Melva Mcclure  
21438 Sunglow Ave  
Sun City West, AZ 85375-1802

\*172\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Melvin Sharpe  
18006 N Alden Rd  
Muncie, IN 47304

\* 208 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Michael A Dechenne & Mary Beth Simmons Jt Ten  
3884 Paseo Grande  
Moraga, CA 94556

\*115\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Michael Brostek & Patricia H Brostek Jt Ten  
4697 Abbott Court  
Woodbridge, VA 22193-3125

\* 339 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Michael Curry & Mary Curry Jt Ten  
236 Township Rd 1301  
Chesapeake, OH 45619

\* 351 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Michael Deckner  
3951 Wolkow Ave  
Seaford, NY 11783-1444

\* 35 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael E Dean &  
Melissa L Dean Jt Ten  
10 Birch Circle  
Painted Post, NY 14870-9304

\* 34 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael E Mabry  
Ste Eb100  
101 Buckingham Rd  
Pittsburgh, PA 15215-1505

\* 87 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Michael H Hintz &  
Sandra L Hintz Jt Ten  
2953 Whispering Pines Dr  
Canfield, OH 44406-9649

\* 387 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Michael Morrill  
2692 Richmond Rd  
Lexington, KY 40509-1542

\*264\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael P Mazzeo  
6821 Maple Glen Ave NW  
North Canton, OH 44720

\* 171 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Michael R Becker  
4499 Bradford Rd  
Columbus, OH 43220

\*13\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
- Item 2. Class 6 Vote
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- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Michael Snodgrass &  
Jacqueline Snodgrass Jt Ten  
1390 Park Street  
Harrisville, WV 26362-9802

\* 455 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Michael Waters Cust  
Robert M Waters  
3 Steven PL  
Jackson, NJ 08527-1119

\* 471 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Michele Martin  
17351 Cantrell  
Linwood, KS 66052

\*410\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Mildred George  
731 Shadowglenn  
Channelview, TX 77530-3444

\*135\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Morris A Bender & Laraine L Bender Jt Ten  
20 Maple St  
Princeton, NJ 08542-3852

\*15\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,665.00

Nancy Pomponio  
530 Fairview Ave #207  
Westwood, NJ 07675

\* 436 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,665.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Nancy Swanson  
123 Hemlock Rd  
Saint Marys, PA 15857-2113

\*219\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Neil H Dorsey & Carolyn D Dorsey Jt Ten  
7614 Frankstown Ave  
Pittsburgh, PA 15208

\*119\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Nicholas Morgan  
476 Steuben Ave  
Forked River, NJ 08731-1634

\*182\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Nick Dimartino & Lillian Dimartino Jt Ten  
Bethany Retirement Community  
PO Box 607202  
Chicago, IL 60660

\* 38 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Nick Verna  
5 Northgate Village  
Media, PA 19063-2040

\*226\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Norman Schnipke &  
Sandra Schnipke Jt Ten  
15560 Rd 19  
Ft Jennings, OH 45844-9737

\* 205 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Patricia J Fredrick Turba & Russell E Fredrick Jt  
434 S Charles St  
Columbus, WI 53925

\*467\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Patrick Craig Morrissey  
3728 Wedgewood Dr  
Portage, MI 49024-5529

\*183\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Paul B Coogan & Sarah M Coogan Jt Ten  
3789 Sunward Dr  
Merrit Island, FL 32953

\* 348 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Paul Definis  
200 Chester Pike #c-3  
Ridley Park, PA 19078

\*116\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Paul E Deeds Jr  
5 Megan Lane  
Campbell Hall, NY 10916-3318

\* 354 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Paul Martinello  
8300 W Grand Ave  
River Grove, IL 60171-1438

\*169\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Paul T Brischle  
13996 New Offenburg Rd  
Ste Genevieve, MO 63670

\* 338 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Paul Taylor  
12 Byron Rd  
Manchester, CT 06040

\*463\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Pedro Luis Restrepo  
Ste 200  
3510 Coral Way  
Miami, FL 33145-3013

\* 198 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Peggy Debernardo  
150 Tryon Ave  
Englewood, NY 07631-1657

\* 353 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Peter A Cistaro & Josephine A Cistaro Jt Ten  
2 Green Briar CT  
Boonton, NJ 07005

\*107\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Peter Mccollum &  
Masume Mccollum Jt Ten  
3810 Whisper Hollow Dr  
Colorado Springs, CO 80920

\* 414 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Peter Rollo &  
Linda Rollo Jt Ten  
6 Howart Ave  
Media, PA 19063

\*284\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Peter Vandeventer &  
Sheryl Vandeventer Jtten  
13144 Drumcliffe Path  
Rosemount, MN 55068-3169

\* 468 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Phillip Lieu &  
Liaching Lieu Jt Ten  
2838 W 25th St  
Brooklyn, NY 11224

\*163\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Prem Aggarwal &  
Suresh Aggarwal Jt Ten  
8136 Stephenson Rd  
Apex, NC 27502-8861

\*237\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

R Barry McPhillips  
130 Highland Ave  
Middletown, NY 10940-4713

\* 177 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$15,000.00

R Max Fisher  
527 East Main St  
Moorestown, NJ 08057-4408

\* 48 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$15,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Ralph Garber &  
Marion M Garber Jt Ten  
93 Timber Villa  
Elizabethtown, PA 17022

\*53\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Ralph Matera &  
Delores Matera Jt Ten  
8670 Vista Greens CT  
Lake Worth, FL 33467

\* 170 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ran Hong Yan &  
Jeng Feng Lin Jt Ten  
PO Box 8  
Holmdel, NJ 07733

\*233\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Ray Bunton & Helen Bunton Jt Ten  
2466 S Chipley Ford Rd  
Statesville, NC 28677

\*21\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Raymond Beighley & Richard Moore Jt Ten  
506 Longemere Dr  
Kent, OH 44240-3449

\*248\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Raymond G Giambelluca  
3510 Beaver Run  
Collierville, TN 38017-8946

\*55\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Richard A Anawalt &  
M Madeline Anawalt  
Jt Ten  
8300 Venture Dr  
Waldorf, MD 20603

\* 322 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Richard A Heise  
C/o Amdega Conservatories  
8243 Old Channel Trail  
Montague, MI 49437-1535

\* 385 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Richard A Krutz  
1400 S Edgewood St 521  
Arlington, VA 22204-4900

\* 397 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Richard C Goodwin  
1221 Southside Drive  
Salem, VA 24153-4605

\*138\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Richard D Buster  
18314 Quondal Court  
Gaithersburg, MD 20877

\* 22 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Richard Haynie  
Box 1038  
Callao, VA 22435-1038

\* 384 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Richard Kwasny &  
Jill Kwasny Jt Ten  
1039 S Kimbles Rd  
Yardley, PA 19067-3325

\* 398 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Richard L Hall  
11538 Ivy Bush Court  
Reston, VA 22091-2254

\* 380 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Richard L Roe  
6449 Stemen Rd  
Pickerington, OH 43147

\* 200 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Richard Mageluzzo &  
Carol Mageluzzo Jt Ten  
17718 Long Point Dr  
Redington Shores, FL 33708

\* 407 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Richard Manners  
190-10 Gibson Blvd  
Clark, NJ 07066-1452

\*89\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Richard Purdy &  
Marie Purdy Jt Ten  
707 Samuel Chase Ln  
W Melbourne, FL 32904

\*278\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Richard Solimero  
667 Mantua Ave  
Woodbury, NJ 08096

\*296\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Rick Mosley &  
Madonna Mosley Jt Ten  
9775 Cr 128  
Celina, TX 75009-2917

\*265\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Rita L Barrett  
48 Wheeler St  
Deposit, NY 13754-1312

\* 328 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert Bracken  
701 Elmwood Dr  
Frankfort, IN 46041-3436

\*254\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Robert Brucksieker & Linda Brucksieker Jt Ten  
36315 Fort Sumter Court  
Farmington HI, MI 48331

\* 340 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Robert C Kues &  
Jeanne M Kues Jt Ten  
320 Electric Ave  
Southgate, KY 41071-3148

\*157\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert F Bann & Elizabeth S Bann Tr Ua 041194 R &  
200 Timberline Dr #1324  
Marietta, OH 45750-1345

\*10\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Robert H Pickett &  
Louise Pickett Jt Ten  
2913 Mars  
Raleigh, NC 27604-3923

\* 193 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert Hubbard  
5310 Flanders Ave  
Kensington, MD 20895-1139

\* 388 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

Robert Klemp &  
Kathlyn D Klemp Jt Ten  
9906 Wood Lane  
Palos Hills, IL 60465-1469

\* 155 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Robert Lincoln &  
Betty Lincoln Jt Ten  
9570 Covington PL  
Manassas, VA 22110

\* 84 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Robert M Bowers  
363 Woodlawn Dr  
Cleveland, GA 30528

\*97\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert M Eichenlaub  
1353 Montevale CT  
Fenton, MO 63026

\* 43 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

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**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Robert Marceluk  
6 Hilton Rd  
Wilmington, DE 19810-4325

\* 409 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$25,000.00

Robert Mark Appleberry  
15383 E 45th St  
Independence, MO 64055

\* 5 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$25,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert Noble &  
Elizabeth Bridge Ten Com Jt Ten  
9119 Robin Hood Circle  
Westerville, OH 43082-9665

\*428\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert R Cousins & Marie C Cousins Jt Ten  
247 Kennicut Hill Rd  
Mahopac, NY 10541-4220

\* 350 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert R Cranmer & Gail K Cranmer Ttee Under Cranm  
11052 85th Ave NE  
Kirkland, WA 98034

\*112\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Robert Reese &  
Brenda Lee Reese Jt Ten  
10 Perigee Circle  
San Pedro, CA 90732

\* 440 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Robert S Janoschek  
2 Tamarack Lane  
Amherst, NH 03031

\* 70 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Robert Scott Baker  
412 Mimosa Dr  
Alva, OK 73717

\*327\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert Segars  
3622 S Hesperides  
Tampa, FL 33629-8338

\* 207 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Robert W Hatt  
16 Homestead Rd  
Scotia, NY 12302-3734

\* 145 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Robert Wallace  
Towne House Apts  
660 Boas St Apt 609  
Harrisburg, PA 17102-1315

\*310\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$9,000.00

Robert Weeden &  
Linda Weeden Jt Ten  
104 Lexington St  
Watertown, MA 02172-1752

\* 228 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$9,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Roberta Haputa  
568 Manor Dr  
Dunedin, FL 34698-7803

\* 382 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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PO BOX 1023  
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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Roger L Moffatt  
1301 Delaware Ave SW 717  
Washington, DC 20024-3916

\* 180 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

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**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

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(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

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**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Ron Phipps &  
Dotti Phipps Jt Ten  
PO Box 1392  
Breckenridge, TX 76424

\* 435 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Ronald F Garlitz Jr  
12 W Elm Ave  
Baltimore, MD 21206-1007

\*54\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ronald T Tomko  
312 Cactus Rd  
Blandon, PA 19510

\* 306 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Ronald Thompson Cust  
Rhonda L Thompson  
313 W Poland Ave  
Bessemer, PA 16112

\*221\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Rosemary Panepinto  
3443 Esplanade Ave #651  
New Orleans, LA 70119

\*431\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Roxanne Lindsay &  
George Asplint Jt Ten  
1020 Fritz Ave  
Stroudsburg, PA 18360

\* 404 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Rudolph G Bartoldus & Catherine E Bartoldus Jt TN  
18918 Black Oak Rd  
Purcellville, VA 20132-9001

\*245\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Ruth J Severs  
221 Southridge Dr  
Gurnee, IL 60031

\* 451 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Saleh Amontaser  
460 State St  
Brooklyn, NY 11217

\*239\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Sam Giovenco  
2658 W 99th St  
Evergreen Park, IL 60642-3641

\*56\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$11,000.00

Sam Sakolsky &  
Sarah Sakolsky Jt Ten  
1126 Hartman St  
McKeesport, PA 15132-1531

\*286\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$11,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Samuel A Pearman &  
Rachel P Pearman Jt Ten  
51 Longwood CT  
Stanleytown, VA 24168-9011

\* 191 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$13,000.00

Sara J Jones &  
Cynthia A Oakley Jt Ten  
Rd 2 Box 20074  
Nicholson, PA 18446

\* 393 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$13,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Scott Boddicker &  
Maria Boddicker Jt Ten  
6605 Turtle Point Dr  
Plano, TX 75023

\* 95 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Scott W Clay  
126 Ivanhoe NE  
Grand Rapids, MI 49546

\* 346 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Sharon L Gursky &  
Marjorie D Gursky Jt Ten  
2707 Teakwood CT  
College Station, TX 77845

\* 60 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

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**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

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1.			
2.			
3.			
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\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

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(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Sharrie Kay Mcdougal Cust Kimberly D Mcdougal  
6367 S 295 East Ave  
Broken Arrow, OK 74014-5414

\*415\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Sharrie Kay Mcdougal Cust Kristy M Mcdougal  
6367 S 295 East Ave  
Broken Arrow, OK 74014-5414

\* 174 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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PO BOX 1023  
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## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$7,000.00

Shean P Murray  
38 Kensington Ter  
Maplewood, NJ 07040-1357

\*425\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$7,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$150,000.00

St Marys Roman Catholic Church  
Att Rev Edward B Karl Apc  
26 Dodgingtown Rd  
Bethel, CT 06801

\*214\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$150,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Stanley M Bail  
500 S 27th St C-25  
Decatur, IL 62521-2200

\* 326 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Stanley Miles &  
Diana Miles Jt Ten  
9810 Carefree Dr  
Indianapolis, IN 46256-9661

\*260\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Stephen Golling  
611 Wenzell Ave  
Pittsburgh, PA 15216-3155

\* 376 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Steve Pasterchick  
1960 Vermont Ave  
Toms River, NJ 08755-1339

\* 190 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Steven J Ingle &  
Eileen A Ingle Jt Ten  
12753 N Lantern Way  
Oro Valley, AZ 85737

\* 69 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Steven R Becker  
216 Lear Street  
Columbus, OH 43206

\*247\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Steven Wehner  
51 Alvin Sloan Ave  
Washington, NJ 07882

\*312\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Steven Weiler Cust  
Matthew S Weiler  
3416 Bauerwoods Dr  
Cincinnati, OH 45251-2903

\* 472 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Stewart A Jackson  
1400 Greenwood Rd  
Charlotte, TN 37036

\*150\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Stuart Gordon  
261 Clark  
1300 Fayette St  
Conshohocken, PA 19428

\* 377 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Susan Dadouris  
11 Charles CT  
Annandale, NJ 08801

\*113\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Susan Lewandosky  
346 Bower Hill Rd  
Pittsburgh, PA 15228-1206

\*83\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Susan M Hickey &  
David E Hickey Jt Ten  
1667 Highland View CT  
Orange Park, FL 32003

\* 67 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

### FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Susan Skomorucha &  
Irene Scarloss Jt Ten  
168 Pau Nel Drive  
Middleton Greene  
Landenberg, PA 19350

\* 453 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

#### PLEASE READ AND FOLLOW THE ATTACHED VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

#### PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Suzanne Dunn Cust  
Elizabeth R Dunn  
10 S 143 Alan Rd  
Naperville, IL 60564-9625

\* 42 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Suzanne Dunn Cust  
Jill S Dunn Jt Ten  
10 S 143 Alan Rd  
Naperville, IL 60564-9625

\* 361 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Suzanne Dunn Cust  
Victoria R Dunn  
10 S 143 Alan Rd  
Naperville, IL 60564-9625

\* 122 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Terrence M Kramer  
263 Pleasant Hill Dr  
Centerville, OH 45459-4643

\*156\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Terry Lynn Sollom  
2858 Stuart Dr  
Falls Church, VA 22042

\* 456 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Terry R LA Prise &  
Saundra K LA Prise Jt Ten  
2075 Palouse Dr  
London, OH 43140

\* 159 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Texas Comptroller Public Accounts Unclaimed Proper  
200 East Tenth St  
Austin, TX 78701-2486

\*220\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *0000001*	<input type="checkbox"/> to Reject the Plan      *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Thomas D Stitt &  
Susan G Stitt Jt Ten  
513 Wedgewood Way  
Naples, FL 34119

\*216\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Thomas E Mussman  
Pob 194  
Occoquan, VA 22125

\*266\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Thomas L Johnson &  
Kathleen S Johnson Jt Ten  
7750 SW Cr 769  
Arcadia, FL 34266

\* 392 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Thomas M Cornelius  
6255 Ponderosa Way  
Parker, CO 80134

\* 31 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thomas Mehling  
118 Flynn Ave  
Moorestown, NJ 08057

\*259\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Thomas P Conforti II &  
Catherine M Conforti Jten  
54 Stone Hollow Dr  
Sicklerville, NJ 08081-3926

\* 109 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Thomas Proctor &  
Dianne Proctor Jt Ten  
5775 Seven Oaks Pkwy  
Alpharetta, GA 30005

\* 195 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Thomas Straley &  
Susan Straley Jt Ten  
2 Michelle Court  
Princeton, NJ 08540

\* 460 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
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## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$4,000.00

Thomas W Beer Cust  
Thomas E Beer  
Town House 145  
Village of Pine Run  
Blackwood, NJ 08012

\* 331 \*

### CLASS 6: SUBORDINATED DEBENTURE CLAIMS 10% Series A Convertible Subordinated Debentures Due June 30, 2003

#### CUSIP 74157AAA1 (the "Subordinated Debentures")

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT

PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$4,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

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## APPENDIX A

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**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Thomas Zawacki  
2119 Hazelwoo Dr  
Mchenry, IL 60050

\*234\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Thorton S Saferstein &  
T Jan Saferstein Ttees  
6901 Northfield Dr  
Annandale, VA 22003-3411

\* 202 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Timothy G Ernest  
347 Votaw Rd  
Apopka, FL 32703

\*123\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Timothy J Chubarov  
1300 Hartwell St  
Pittsburgh, PA 15205

\*26\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Timothy Rexrode &  
Rocio Patio-rexrode Jt Ten  
PO Box 22424  
Hilton Head Isl, SC 29925

\*281\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Tod Allen Mcpherson Cust  
Bryan Allen Mcpherson  
200 Creekside Dr  
State College, PA 16801-7266

\*258\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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EL SEGUNDO, CA 90245**

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Tod Allen Mcpherson Cust  
Kyle Edward Mcpherson  
200 Creekside Dr  
State College, PA 16801-7266

\*418\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Tod Rheinholtz  
11308 Pintail Pt  
Spottsylvania, PA 22553

\*199\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Tony Nichols  
Box 16431  
Lubbock, TX 79490

\*427\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

Ursula G Miller  
96 Titus CT  
Richboro, PA 18954

\* 420 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

Valerie Ackley &  
Martin Ackley Jt Ten  
467 Atco Ave  
Atco, NJ 08004-2252

\*319\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

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ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

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6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Van W Huston  
1578 Lake Rd  
Webster, NY 14580-8512

\*149\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Velma Peedin  
Box 506  
Selma, NC 27576-0506

\*274\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Vern Perry Hammond  
17732 Morninghigh Dr  
Lutz, FL 33549

\* 381 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Vernon Moore  
1603 Northwick Rd  
Baltimore, MD 21218

\*423\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Victor Ruggerio  
14 Cristina St  
Little Ferry, NJ 07643-1750

\* 445 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

Vincent P Arnone  
230 Tascoma Ave  
Buffalo, NY 14216

\*241\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Virgil A Henscheid &  
Joaline Henscheid Jt Ten  
Box 115  
Muenster, TX 76252-0115

\* 386 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

Vsevolod Chmelev & Antaram Chmelev Jt Ten  
4 Royal Oak Dr  
Huntington, NY 11743

\*106\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**  
**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$10,000.00

W Edward Cook  
4920 Tandem Dr  
Richmond, VA 23234-4547

\*110\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$10,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

W Ross Allen  
12243 Ash  
Overland Park, KS 66209-3513

\* 321 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$12,000.00

Walter Heidel  
88-55 62nd Dr  
Rego Park, NY 11374-2822

\*65\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$12,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

Wayne Smith &  
Suzanne Smith Jt Ten  
2900 Amelia Dr  
Broadview Hts, OH 44147-1710

\* 295 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Wilbur N Dotter  
201 York Ave  
West Pittston, PA 18643

\* 39 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

William A Pardue  
1699 Bethel Rd  
Ronda, NC 28670-9741

\*432\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      *000001*	<input type="checkbox"/> to Reject the Plan      *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$6,000.00

William B Lowe &  
Yolande T Lowe Jt Ten  
13 Highridge Rd  
Cromwell, CT 06416

\* 166 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$6,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

William Brown  
220 Dutch Lane  
Herritage, PA 16148

\$16,000.00

\* 100 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$16,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

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(via hand delivery, overnight courier)

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ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

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**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William C Hess &  
Ida May J Hess Jt Ten  
83 Baldwick Rd  
Pittsburgh, PA 15205-3161

\* 147 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

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**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

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PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

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APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$20,000.00

William E Garber  
8234 Powder Lane  
Zionsville, PA 18092-2539

\*372\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$20,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$8,000.00

William Haisch Sr &  
Sandy Haisch Jt Ten  
9790 66th St N Lot 117  
Pinellas Park, FL 33782

\* 141 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$8,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$2,000.00

William L Brislin & Thomas A Brislin Jt Ten  
525 Oakhaven Dr  
Altamonte Spgs, FL 32701

\* 99 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$2,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

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**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William Powers  
2488 Longboat Dr  
Naples, FL 34104-3328

\*277\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the “Plan”). Your rights are described in the Disclosure Statement for the Plan (the “Disclosure Statement”) and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder’s Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE “VOTING DEADLINE”), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM “VOTING DEADLINE” FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the “to accept the plan” box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

William R Perry  
2283 Helena St  
South Park, PA 15129-9450

\*192\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *0000001*	<input type="checkbox"/> to Reject the Plan *0000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William Schadel Cust  
Stephanie Schadel Utmanj  
17 Marlton Drive  
Wayne, NJ 07470

\* 204 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$5,000.00

William Six Jr &  
Sue E Six Jt Ten  
5005 Snow Dr  
Frederick, MD 21703

\*293\*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan *000001*	<input type="checkbox"/> to Reject the Plan *000002*

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$5,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William Tierney  
7937 Lister St  
Philadelphia, PA 19152-3505

\* 465 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$1,000.00

William Van Duzer &  
Carolyn Van Duzer Jt Ten  
5615 Lewis St  
Ft Myers Beach, FL 33931

\* 225 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan      * 0000001 *	<input type="checkbox"/> to Reject the Plan      * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

---

## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

---

## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$1,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
1330 E. FRANKLIN AVE.  
EL SEGUNDO, CA 90245**

(via U.S. Mail)

**BANKRUPTCY MANAGEMENT CORPORATION  
ATTN: PRIMEDEX BALLOT TABULATION  
PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

# PRIMEDEX HEALTH SYSTEMS, INC.

## BALLOT

FOR ACCEPTING OR REJECTING THE PREPACKAGED PLAN OF REORGANIZATION OF  
PRIMEDEX HEALTH SYSTEMS, INC.

\$3,000.00

Woodrow Wilson Brinson Jr  
Box 43  
Kenansville, NC 28349-0043

\* 17 \*

**CLASS 6: SUBORDINATED DEBENTURE CLAIMS**  
**10% Series A Convertible Subordinated Debentures Due June 30, 2003**  
**CUSIP 74157AAA1 (the "Subordinated Debentures")**

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

**PLEASE READ AND FOLLOW THE ATTACHED  
VOTING INSTRUCTIONS CAREFULLY BEFORE COMPLETING THE BALLOT**

**PLEASE CHECK THE APPROPRIATE BOX BELOW TO INDICATE  
YOUR ACCEPTANCE OR REJECTION OF THE PLAN.**

The Holder of the Class 6 Claim set forth in Item 1 votes (please check one):	
<input type="checkbox"/> to Accept the Plan * 0000001 *	<input type="checkbox"/> to Reject the Plan * 0000002 *

Name: \_\_\_\_\_

Social Security or Tax I.D. No.: \_\_\_\_\_

By: \_\_\_\_\_  
(If Appropriate)

Telephone Number: \_\_\_\_\_

Title: \_\_\_\_\_  
(If Appropriate)

Signature: \_\_\_\_\_

This Ballot is being sent to you because you are a direct or Beneficial Holder of the Subordinated Debentures in registered form and, accordingly, you have a right to vote to accept or reject the Prepackaged Plan of Reorganization of Primedex Health Systems, Inc. under chapter 11 of the United States Bankruptcy Code (the "Plan"). Your rights are described in the Disclosure Statement for the Plan (the "Disclosure Statement") and the Plan, which is attached as Exhibit A to the Disclosure Statement. All capitalized terms used but not defined herein shall have the meaning set forth in the Disclosure Statement or the Plan. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan, make certain certifications with respect thereto, and determine the amount of a Beneficial Holder's Claim. If you believe you have received this Ballot in error, please contact the Information and Voting Agent (defined herein) or your nominee.

This Ballot is divided into two parts:

PART I - WHO SHOULD USE THIS BALLOT; HOW TO USE THIS BALLOT

PART II - ITEMS ON THE BALLOT

- Item 1. Description of Claim
- Item 2. Class 6 Vote
- Item 3. Identify all Other Class 6 Claims Voted
- Item 4. Certifications

APPENDIX A - VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT

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## **PART I - WHO SHOULD USE THIS BALLOT: HOW TO USE THIS BALLOT**

This Ballot is to be used only by non-objecting beneficial holders of the Subordinated Debentures. This Ballot may not be used for any purpose other than for casting votes to accept or reject the Plan. This Ballot does not constitute, and shall not be deemed to be, a Proof of Claim or Equity Interest, or an assertion or admission of a Claim or Equity Interest.

THE VOTING DEADLINE IS 5:00 P.M. PACIFIC TIME ON AUGUST 29, 2003 (THE "VOTING DEADLINE"), UNLESS THE BANKRUPTCY COURT, IN ITS SOLE DISCRETION, SUBSEQUENTLY EXTENDS OR WAIVES THE PERIOD DURING WHICH VOTES WILL BE ACCEPTED BY THE DEBTOR, IN WHICH CASE THE TERM "VOTING DEADLINE" FOR SUCH SOLICITATION SHALL MEAN THE LAST TIME AND DATE TO WHICH SUCH SOLICITATION IS EXTENDED.

IF ALL DOCUMENTS ARE NOT RECEIVED BY THE INFORMATION AND VOTING AGENT BY THE VOTING DEADLINE, YOUR VOTE WILL NOT BE COUNTED. HOWEVER, IF THE BANKRUPTCY COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF SUCH PLAN UPON ITS EFFECTIVE DATE.

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## **PART II - ITEMS ON THE BALLOT**

### **Item 1. Description of Claim.**

The undersigned is the Beneficial Holder of the following aggregate principal amount of Subordinated Debentures

\$3,000.00

### **Item 2. Class 6 Vote.**

The Board of Directors of the Debtor has approved the solicitation, the Plan and the transactions contemplated thereby, and recommend that all holders of Subordinated Debentures submit Ballots to accept the Plan by checking the "to accept the plan" box on the Ballot.

**ANY BALLOT WHICH IS EXECUTED BY THE HOLDER OF AN ALLOWED CLAIM BUT WHICH DOES NOT INDICATE AN ACCEPTANCE OR REJECTION, OR THAT INDICATES BOTH AN ACCEPTANCE AND A REJECTION SHALL NOT BE COUNTED.**

**Item 3. Identify all Other Class 6 Claims Voted.**

By returning this Ballot, the Beneficial Holder certifies that (a) this Ballot is the only Ballot submitted for Class 6 Claims held by such Beneficial Holder, except for the Class 6 Claims identified in the following table, and (b) all Ballots for Class 6 Claims submitted by the Beneficial Holder indicate the same vote, either to accept or reject the Plan, that the Beneficial Holder has indicated in Item 2 of this Ballot (please use additional sheets of paper, if necessary).

**COMPLETE THIS TABLE ONLY IF YOU HAVE COMPLETED OTHER CLASS 6 BALLOTS**

Name of Holder*	Account Number**	Type of Class 6 Claims Voted	Face Amount of Other Subordinated Debentures Voted
1.			
2.			
3.			
4.			

\* Insert your name if the Class 6 Claims are held by you in record name or, if held by a broker, bank or other nominee (or agent thereof), insert the name of the broker, bank or other nominee (or agent thereof) through which you own the Class 6 Claims.

\*\* If applicable, please indicate the account number of the broker, bank or other nominee where the account is held.

**Item 4. Certifications.**

By returning this Ballot, the voter certifies to the Bankruptcy Court and the Debtor that:

(i) either (a) such person or entity is the Beneficial Holder of the Class 6 Claims being voted or (b) such person or entity is an authorized signatory for some person or entity which is a Beneficial Holder of the Class 6 Claims being voted;

(ii) such person or entity (or in the case of an authorized signatory, the Beneficial Holder) has received and reviewed a copy of the Disclosure Statement and Solicitation Materials and acknowledges that the Solicitation is being made pursuant to the terms and conditions set forth therein;

(iii) either (a) such person or entity has not submitted any other Ballots for such Class 6 Claims held in other accounts or other registered names or (b) such person or entity has disclosed in Item 3 on each Ballot completed by such person or entity the existence of Class 6 Claims held in other accounts or other names, and the submission of other Ballots for such other Class 6 Claims;

(iv) such person or entity has cast the same vote on every Ballot completed by such person or entity with respect to holdings of Class 6 Claims;

(v) such person or entity (or in the case of an authorized signatory, the beneficial interest holder) shall be treated as the record holder of such Class 6 Claims for purposes of voting on the Plan; and

(vi) such person or entity (or its legal or financial advisors acting on its behalf) is an institutional investor or otherwise has sufficient knowledge and experience in financial and business matters so as to be capable of evaluating the merits and risks of its participating in the Plan and is capable of bearing the economic risks of such investment, including a complete loss of its investment.

**PLEASE COMPLETE, SIGN AND DATE YOUR BALLOT AND RETURN IT PROMPTLY**

**THIS BALLOT MUST BE RECEIVED BY THE INFORMATION AND VOTING AGENT BY 5:00 P.M. PACIFIC TIME ON THE VOTING DEADLINE (AUGUST 29, 2003) OR THIS VOTE WILL NOT BE COUNTED, UNLESS SUCH VOTING DEADLINE IS EXTENDED OR WAIVED BY THE BANKRUPTCY COURT.**

**BALLOTS MUST BE RETURNED TO:**

(via hand delivery, overnight courier)

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PO BOX 1023  
EL SEGUNDO, CA 90245-1023**

**Voting and Information Agent: Bankruptcy Management Corporation Phone: (888) 909-0100 Facsimile: (310) 640-8071**

## APPENDIX A

### **VOTING INSTRUCTIONS FOR COMPLETING THE CLASS 6 BALLOT**

The Debtor is soliciting your vote with respect to the Plan described in and attached as Exhibit A to the Disclosure Statement. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Plan and the Disclosure Statement carefully before you vote. **The attached Ballot may not be used for any purpose other than to vote to accept or to reject the Plan.**

**If you are an objecting beneficial owner of Subordinated Debentures through a broker, bank or other nominee:** to have your vote count, you must complete, sign and return the attached Ballot through your broker, bank or other Nominee or its agent (each, a "Nominee"), allow sufficient time for your Nominee to receive your vote and prepare a Master Ballot; such Master Ballot must be received by Bankruptcy Management Corporation (the "Information and Voting Agent") no later than 5:00 p.m. Pacific Time on August 29, 2003 (the "Voting Deadline"), unless the Bankruptcy Court, in its sole discretion, subsequently extends or waives such Voting Deadline, in which case the term "Voting Deadline" for such solicitation shall mean the last time and date to which such solicitation is extended.

**If your Subordinated Debentures are registered in your name or you are a non-objecting beneficial owner who has received this ballot directly from the Information and Voting Agent,** to have your vote count, you must complete, sign and return the attached Ballot so that it is received by the Information and Voting Agent at the address on the enclosed return envelope, no later than 5:00 p.m. Pacific Time on the Voting Deadline.

1. The Plan can be confirmed by the Bankruptcy Court, and therefore made binding on you, if (a) the Holders of at least two-thirds in dollar amount of the Allowed Claims actually voting in Class 6 have voted to accept the Plan and (b) the Holders of more than one-half in number of the Allowed Claims actually voting in Class 6 have voted to accept the Plan. The Debtor also reserves the right, pursuant to the terms and conditions set forth in the Plan, to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code. Please review the Disclosure Statement for more information.

2. To ensure that your vote is counted, you must (a) complete the Ballot, (b) indicate your decision either to accept or reject the Plan by checking one of the boxes provided in Item 2 of the Ballot, and (c) sign and return the Ballot to the Information and Voting Agent or to your Nominee, as appropriate.

3. If a Ballot is received after the Voting Deadline, it will not be counted. Except as otherwise provided herein, the delivery of Ballots will be deemed made only when the original executed Ballot or a facsimile copy is actually received by the Information and Voting Agent. In all cases, sufficient time should be allowed to assure timely delivery. **You may deliver your signed Ballot to the Information and Voting Agent by facsimile to (310) 640-8071. Those submitting a Ballot via facsimile should also mail the original signed Ballot to the Information and Voting Agent. No Ballot should be sent to the Debtor or the Debtor's financial or legal advisors.**

4. If multiple Ballots are received from an individual Holder of Claims with respect to the same Claims or prior to the Voting Deadline, the last Ballot timely received will supersede and revoke any earlier received Ballot.

5. The Ballot is not a letter of transmittal and may not be used for any purpose other than to vote to accept or reject the Plan.

6. The Ballot does not constitute and shall not be deemed to be a proof of claim or equity interest or an assertion or admission of a claim or equity interest.

7. Please be sure to sign and date your Ballot. If you are completing the Ballot on behalf of an entity, indicate your relationship with such entity and the capacity in which you are signing. In addition, please provide your name and mailing address if different from that set forth on the attached mailing label or if no such mailing label is attached to the Ballot.

8. The Ballot, or the Master Ballot voted by your Nominee on your behalf, must be returned in sufficient time to allow it to be **received** by the Information and Voting Agent by no later than 5:00 p.m. Pacific Time on or before the Voting Deadline. If you believe you have received the wrong Ballot, please contact the Information and Voting Agent or your broker, bank or other nominee immediately.

**PLEASE COMPLETE, SIGN AND DATE THE BALLOT AND RETURN IT IN THE ENVELOPE PROVIDED OR AS INSTRUCTED BY YOUR NOMINEE. IF YOUR RETURN ENVELOPE IS ADDRESSED TO YOUR NOMINEE, PLEASE ALLOW ADDITIONAL TIME FOR YOUR VOTE TO BE PROCESSED BY THE NOMINEE AND VOTED ON A MASTER**

**BALLOT.**

